

Date: October 30, 2024

To
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543280

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.
Scrip Symbol: NAZARA

Dear Sir/Madam,

Subject: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”)

With reference to the captioned subject and in compliance with Regulation 30 read with Schedule III of the Listing Regulations, we hereby inform you that:

Datawrkz UK Ltd. (“Datawrkz UK”), a wholly owned subsidiary of Datawrkz Business Solutions Private Limited (“Datawrkz”) and a step-down subsidiary of the Company, has entered into Loan Agreements (“the Agreement”) with Nazara Technologies UK Limited (“Nazara UK”), a wholly-owned subsidiary of the Company, on October 29, 2024, to avail an unsecured loan for an aggregate amount not exceeding GBP 3,844,081 (approximately INR 42 crores), in one or more tranches, subject to compliance with the applicable laws.

Further, Datawrkz UK has entered into a Share Subscription Agreement (“SSA”) with Datawrkz Operations UK Ltd (“Datawrkz Operations”), a wholly owned subsidiary of Datawrkz UK and step-down subsidiary of the Company, on October 29, 2024, for the infusion of funds not exceeding GBP 1,981,026 (approximately INR 21.63 Crores), into Datawrkz Operations by way of subscription to its equity shares, subject to compliance with the applicable laws. Further, Datawrkz UK has also entered into a Loan Agreement with Datawrkz Operations on October 29, 2024 for the proposed grant of a loan not exceeding GBP 1,687,298 (approximately INR 18.43 Crores), in one or more tranches, to Datawrkz Operations, subject to compliance with the applicable laws.

Datawrkz Operations has signed agreements on October 29, 2024 for acquiring the 100% stake of Space & Time Media Limited (“S&T”), for an equity value of GBP 4.8 million (~INR 52.3 crores). The total aggregate consideration of GBP 4.8 million (~INR 52.3 crores) shall be paid by Datawrkz Operations in the following manner- a.) GBP 3.3 million (~INR 36.1 crores) shall be paid in cash in one or more tranches; and b.) GBP 1.5 million (~INR 16.2 crores) shall be paid by way of share swap. The cash consideration is payable in three tranches:

1. GBP 2.0 million (~INR 21.8 crores) at the time of closing
2. GBP 0.7 million (~INR 7.1 crores) within 12 months from the closing
3. GBP 0.7 million (~INR 7.1 crores) within 24 months from the closing

The proposed acquisition is subject to fulfilment of certain conditions precedent and other terms and conditions as set forth in the definitive agreements. The acquisition is being funded through Nazara UK’s debt-based financing.

Upon completion of the aforesaid acquisition, S&T will become a wholly owned subsidiary of Datawrkz Operations UK Ltd. and a step-down subsidiary of the Company.

India | Middle East | Africa | Europe

The details in relation to the above, as required under the Listing Regulations read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as “**Annexure – A, B, C & D**”.

The above can be accessed on the website of the Company at the link www.nazara.com.

This is for your information and records.

Thanking You.

Yours Faithfully,

For Nazara Technologies Limited

Rakesh Shah
Chief Financial Officer

Encl.: As above

Annexure A

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023:

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1 | Name(s) of parties with whom the agreement is entered | The Loan Agreements (“the Agreement”) have been entered on October 29, 2024 between Datawrkz UK Ltd. (“Borrower”), a wholly owned subsidiary of Datawrkz Business Solutions Private Limited and a step-down subsidiary of the Company and Nazara Technologies UK Limited (“Lender”), a wholly-owned subsidiary of the Company. |
| 2. | Purpose of entering into the agreement | Datawrkz UK Ltd. has entered into the said Agreement with Nazara Technologies UK Limited to avail an unsecured loan for an aggregate amount not exceeding GBP 3,844,081 (equivalent to approximately INR 42 crores), in one or more tranches, for business purposes such as working capital requirements, expansion and acquisition plans, etc., subject to compliance with the applicable laws. |
| 3 | Size of agreement | Aggregate amount not exceeding GBP 3,844,081 (equivalent to approximately INR 42 crores). |
| 4 | Shareholding, if any, in the entity with whom the agreement is executed | The Company is not a party to the Agreement. However, the Company holds 100% stake in Nazara Technologies UK Limited and Datawrkz Business Solutions Private Limited, a subsidiary of the Company, holds 100% stake in Datawrkz UK Ltd. |
| 5 | Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc. | Not applicable |
| 6 | a.) Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship b.) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length | Datawrkz UK Ltd. is a wholly owned subsidiary of Datawrkz Business Solutions Private Limited and a step-down subsidiary of the Company and Nazara Technologies UK Limited is a wholly-owned subsidiary of the Company, hence the aforesaid transaction falls under the purview of Related Party Transactions as per the provisions of the Listing Regulations. Other than stated above, the promoter / promoter group / group companies of the Company do not have any interest in the said transaction. Further, the said transaction is on arm’s length basis. |

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| 7 | In case of issuance of shares to the parties, details of issue price, class of shares issued | Not Applicable |
| 8 | In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis | <p>Lender: Nazara Technologies UK Limited</p> <p>Borrower: Datawrkz UK Ltd.</p> <p>Nature of Loan: Unsecured Loan</p> <p>Total amount of loan: Aggregate amount GBP 3,844,081 (equivalent to ~INR 42 crores), in one or more tranches, subject to compliance with the applicable laws.</p> <p>Date of execution of Loan Agreement: October 29, 2024</p> <p>Details of security provided to lender: Nil</p> <p>Amount of loan outstanding as on date of disclosure: Nil</p> |
| 9 | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements | Not Applicable |
| 10 | In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b.) nature of the agreement; c.) date of execution of the agreement; d.) details of amendment and impact thereof or reasons of termination and impact thereof. | Not Applicable |

Annexure B

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023:

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1. | Name of the Target Entity details in brief such as size, turnover, etc. | <p>Datawrkz Operations UK Ltd</p> <p>Datawrkz Operations UK Ltd is a company incorporated in the United Kingdom as a wholly owned subsidiary of the Datawrkz UK Ltd., which is a step down subsidiary of the Company.</p> <p>Paid-up Share Capital: 100 GBP</p> <p>Turnover: Nil (yet to commence its business operations).</p> |
| 2. | <p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at “arm’s length”</p> | <p>Datawrkz UK Ltd. is a wholly owned subsidiary of Datawrkz Business Solutions Private Limited and a step-down subsidiary of the Company and Datawrkz Operations UK Ltd is a wholly owned subsidiary of Datawrkz UK Ltd. and step-down subsidiary of the Company, hence the aforesaid transaction falls under the purview of Related Party Transactions as per the provisions of the Listing Regulations.</p> <p>Other than stated above, the promoter / promoter group / group companies of the Company do not have any interest in the said transaction. Further, the said transaction is on arm’s length basis.</p> |
| 3. | Industry to which the entity being acquired belongs | Digital Advertising |
| 4. | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity) | The infusion of funds by Datawrkz UK Ltd. into Datawrkz Operations UK Ltd, by way of subscription to its equity shares, is intended to finance the business purposes such as working capital requirements, expansion and acquisition plans, etc., subject to compliance with the applicable laws. |
| 5. | Brief details of any governmental or regulatory approvals required for the acquisition; | Not Applicable |
| 6. | Indicative time period for completion of acquisition | Not Applicable |
| 7. | Nature of consideration - whether cash consideration or share swap and details of the same; | Cash Consideration |



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| 8. | Cost of Acquisition or the price at which shares are acquired | GBP 1,981,026 (equivalent to ~INR 21.63 crores). |
| 9. | Percentage of shareholding / control acquired and / or number of shares acquired | Datawrkz UK Ltd holds 100% of the paid-up share capital of Datawrkz Operations UK Ltd. |
| 10. | Brief background about the entity proposed to be acquired in terms of product/ line of business acquired, date of incorporation, history of last three years turnover, country in which acquired entity has presence and other significant information | Datawrkz Operations UK Ltd is a company incorporated in the United Kingdom as a wholly owned subsidiary of Datawrkz UK Ltd. Date of incorporation: August 7, 2024 Turnover: Nil (yet to commence business operations). Country: United Kingdom |

Annexure C

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023:

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1 | Name(s) of parties with whom the agreement is entered | The Loan Agreement (“the Agreement”) has been entered on October 29, 2024 between Datawrkz Operations UK Ltd (“Borrower”), a wholly owned subsidiary of Datawrkz UK Ltd. and step-down subsidiary of the Company and Datawrkz UK Ltd. (“Lender”), a wholly owned subsidiary of Datawrkz Business Solutions Private Limited and a step-down subsidiary of the Company. |
| 2. | Purpose of entering into the agreement | Datawrkz Operations UK Ltd has entered into the said Agreement with Datawrkz UK Ltd to avail an unsecured loan for an aggregate amount not exceeding GBP 1,687,298 (approximately INR 18.43 Crores), in one or more tranches, for business purposes such as working capital requirements, expansion and acquisition plans, etc., subject to compliance with the applicable laws. |
| 3 | Size of agreement | GBP 1,687,298 (approximately INR 18.43 Crores). |
| 4 | Shareholding, if any, in the entity with whom the agreement is executed | The Company is not a party to the Agreement. However, Datawrkz Operations UK Ltd is a 100% subsidiary of Datawrkz UK Ltd, and Datawrkz UK Ltd is a 100% subsidiary of Datawrkz Business Solutions Private Limited, which is a subsidiary of the Company. |
| 5 | Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc. | Not applicable |
| 6 | a.) Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship b.) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length | Datawrkz Operations UK Ltd is a wholly owned subsidiary of Datawrkz UK Ltd. and step-down subsidiary of the Company and Datawrkz UK Ltd. is a wholly owned subsidiary of Datawrkz Business Solutions Private Limited and a step-down subsidiary of the Company, hence the aforesaid transaction falls under the purview of Related Party Transactions as per the provisions of the Listing Regulations. |



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| | | Other than stated above, the promoter / promoter group / group companies of the Company do not have any interest in the said transaction. Further, the said transaction is on arm's length basis. |
| 7 | In case of issuance of shares to the parties, details of issue price, class of shares issued | Not Applicable |
| 8 | In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis | <p>Lender: Datawrkz UK Limited</p> <p>Borrower: Datawrkz Operations UK Limited</p> <p>Nature of Loan: Unsecured Loan</p> <p>Total amount of loan: Aggregate amount GBP 1,687,298 (approximately INR 18.43 Crores).</p> <p>Date of execution of Loan Agreement: October 29, 2024</p> <p>Details of security provided to lender: Nil</p> <p>Amount of loan outstanding as on date of disclosure: Nil</p> |
| 9 | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements | Not Applicable |
| 10 | In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b.) nature of the agreement; c.) date of execution of the agreement; d.) details of amendment and impact thereof or reasons of termination and impact thereof. | Not Applicable |

Annexure D

The details as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and the SEBI Circular No. SEBI/HO/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023:

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1 | Name of the Target Entity details in brief such as size, turnover, etc | Space & Time Group Limited (“Target Co” / “S&T”) FY24 Consolidated Net revenue (Gross profit): GBP 10.7 million (~INR 116 crores) FY24 Consolidated EBITDA: GBP 1.9 million (~INR 21 crores) Note: Reported net revenues are subject to conversion from UK GAAP to Ind AS. The net revenue and EBITDA figures for the Financial Year (FY) 2023-24 (July 2023 – June 2024), based on unaudited financials. |
| 2. | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length” | The acquisition of S&T by Datawrkz Operations UK Ltd., a wholly owned subsidiary of the Datawrkz UK Ltd and a step down subsidiary of Datawrkz Business Solutions Pvt Ltd (“Datawrkz”) does not fall under the purview of related party transactions and the promoter/ promoter group/ group companies of the Company do not have any interest in S&T. |
| 3 | Industry to which the entity being acquired belongs | Digital Advertising Technology (AdTech) |
| 4 | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity if the business is outside the main line of business of the listed entity). | The proposed acquisition of S&T aims to boost Datawrkz group’s revenue and EBITDA through cross-selling of products and services as well as achieving cost synergies. Datawrkz will leverage S&T’s market presence for UK and European expansion, enhance supply-side synergies, and collaborate on new product development for targeted markets. |
| 5 | Brief details of any governmental or regulatory approvals required for the acquisition; | No such approval required. |
| 6 | Indicative time for completion of acquisition | NA |
| 7 | Nature of consideration - whether cash consideration or share swap and details of the same; | Aggregate consideration to be paid cash and equity shares of Datawrkz Operations UK Ltd., in one or more tranches, in such manner and on such terms & conditions as mutually agreed in the definitive agreements entered into between the selling shareholders of S&T and Datawrkz Operations UK Ltd., as may be required subject to compliance with the applicable laws. |



| 8 | Cost of Acquisition or the price at which shares are acquired | <p>Aggregate consideration of GBP 4.8 million (~INR 52.3 crores), to be paid 68.75% in cash (amounting to GBP 3.3 million (~INR 36.1 crores) and 31.25% in equity shares of Datawrkz Operations UK Ltd. (amounting to GBP 1.5 million (~INR 16.2 crores)).</p> <p>The cash consideration is payable in three tranches:</p> <ol style="list-style-type: none"> 1. GBP 2.0 million (~INR 21.8 crores) at the time of closing 2. GBP 0.7 million (~INR 7.1 crores) within 12 months from the closing 3. GBP 0.7 million (~INR 7.1 crores) within 24 months from the closing | | | | | | | | | | | | | | | | | | | | |
|-------------------------------------|--|--|-------------|------|------|------|-----------------------------------|-----|-----|------|-------------------------------------|----|-----|-----|---------------|-----|-----|-----|-----------------|----|----|----|
| 9 | Percentage of shareholding / control acquired and / or number of shares acquired; | 100% of the issued share capital of S&T | | | | | | | | | | | | | | | | | | | | |
| 10 | Brief background about the entity proposed to be acquired in terms of product/ line of business acquired, date of incorporation, history of last three years turnover, country in which acquired entity has presence and other significant information | <p>Space & Time is a prominent independent UK-based growth marketing agency that has been operating for over two decades. S&T is a growth marketing agency, operating through multiple media channels i.e. traditional media, social media (including biddable media, content marketing, programmatic), technology (including data visualization, analytics, search engine optimization, etc) as well as training.</p> <p>Date of incorporation: June 18, 2018</p> <table border="1" data-bbox="762 1200 1390 1346"> <thead> <tr> <th>Particulars</th> <th>FY22</th> <th>FY23</th> <th>FY24</th> </tr> </thead> <tbody> <tr> <td>Gross Profit (Net Revenue) (£ mn)</td> <td>8.6</td> <td>9.8</td> <td>10.7</td> </tr> <tr> <td>Gross Profit (Net Revenue) (INR cr)</td> <td>93</td> <td>107</td> <td>116</td> </tr> <tr> <td>EBITDA (£ mn)</td> <td>1.3</td> <td>1.6</td> <td>1.9</td> </tr> <tr> <td>EBITDA (INR cr)</td> <td>14</td> <td>18</td> <td>21</td> </tr> </tbody> </table> <p>Note: Reported net revenues are subject to conversion from UK GAAP to Ind AS. The net revenue and EBITDA figures for the Financial Year (FY) 2023-24 (July 2023 – June 2024), based on unaudited financials.</p> | Particulars | FY22 | FY23 | FY24 | Gross Profit (Net Revenue) (£ mn) | 8.6 | 9.8 | 10.7 | Gross Profit (Net Revenue) (INR cr) | 93 | 107 | 116 | EBITDA (£ mn) | 1.3 | 1.6 | 1.9 | EBITDA (INR cr) | 14 | 18 | 21 |
| Particulars | FY22 | FY23 | FY24 | | | | | | | | | | | | | | | | | | | |
| Gross Profit (Net Revenue) (£ mn) | 8.6 | 9.8 | 10.7 | | | | | | | | | | | | | | | | | | | |
| Gross Profit (Net Revenue) (INR cr) | 93 | 107 | 116 | | | | | | | | | | | | | | | | | | | |
| EBITDA (£ mn) | 1.3 | 1.6 | 1.9 | | | | | | | | | | | | | | | | | | | |
| EBITDA (INR cr) | 14 | 18 | 21 | | | | | | | | | | | | | | | | | | | |